

The Regents of the University of California

GOVERNANCE COMMITTEE

November 19, 2020

The Governance Committee met on the above date by teleconference meeting conducted in accordance with Paragraph 3 of Governor Newsom’s Executive Order N-29-20.

Members present: Regents Anguiano, Drake, Elliott, Estolano, Lansing, Leib, Makarechian, Pérez, Sherman, and Zettel

In attendance: Regents Butler, Cohen, Mart, Muwakkil, Ortiz Oakley, Park, Reilly, Stegura, and Sures, Regents-designate Lott and Zaragoza, Faculty Representative Horwitz, Secretary and Chief of Staff Shaw, General Counsel Robinson, Executive Vice President and Chief Financial Officer Brostrom, Executive Vice President Byington, Executive Vice President and Chief Operating Officer Nava, Vice President Gullatt, Interim Vice President Lloyd, Chancellors Block, Christ, Gillman, Hawgood, Khosla, Larive, May, Muñoz, Wilcox, and Yang, and Recording Secretary Johns

The meeting convened at 2:10 p.m. with Committee Chair Pérez presiding.

1. APPROVAL OF MINUTES OF PREVIOUS MEETING

Upon motion duly made and seconded, the minutes of the meeting of September 16, 2020 were approved, Regents Anguiano, Drake, Elliott, Estolano, Lansing, Makarechian, Pérez, Sherman, and Zettel voting “aye.”¹

2. APPROVAL OF EXCEPTION FOR MOVING AND RELOCATION EXPENSES FOR CARRIE BYINGTON, M.D., AS EXECUTIVE VICE PRESIDENT – UC HEALTH, OFFICE OF THE PRESIDENT AS DISCUSSED IN CLOSED SESSION

The Committee recommended that the Regents approve the following for Carrie Byington, M.D., as Executive Vice President – UC Health, Office of the President:

As an exception to policy, grant Dr. Byington up to two years and nine months after her start date to (1) submit receipts and/or documentation supporting her moving and relocation expenses; (2) sell her former primary residence; and (3) complete her move. This permits the reimbursement of expenses authorized by Regents Policy 7710, Senior Management Group Moving Reimbursement, which are incurred by Dr. Byington through July 31, 2022.

[Background material was provided to Regents in advance of the meeting, and a copy is on file in the Office of the Secretary and Chief of Staff.]

¹ Roll call vote required by the Bagley-Keene Open Meeting Act [Government Code § 11123(b)(1)(D)] for all meetings held by teleconference.

Committee Chair Pérez briefly introduced the item. He noted that this exception to policy was necessitated by the circumstances of the COVID-19 pandemic.

Upon motion duly made and seconded, the Committee approved the recommendation and voted to present it to the Board, Regents Anguiano, Drake, Elliott, Estolano, Lansing, Leib, Makarechian, Pérez, Sherman, and Zettel voting “aye.”

3. **REPORT OF THE WORKING GROUP ON COMMITTEE STRUCTURE**

[Background material was provided to Regents in advance of the meeting, and a copy is on file in the Office of the Secretary and Chief of Staff.]

Regent Butler reported on the five recommendations of the Regents’ Working Group on Committee Structure, which pertained to Board operations. These recommendations did not require action by the Board. The first recommendation was that the Board review committee and meeting structure, either at a retreat or at a meeting of the Governance Committee, or form another working group that would examine the role of the Board and its strategic priorities; this reflected the fact that the responsibilities of the Board have changed over time. Much of the work of the Board had been delegated to other entities of the UC system. The Board should take a long view of what responsibilities had been delegated in the past and of future ongoing strategic priorities. The second recommendation was that the Board consider greater use of subcommittees, special committees, and working groups to improve efficiency and use of time at Board meetings. The third recommendation was that the Regents identify a mechanism for facilitating communication across committees; this issue frequently arose in the feedback received by the Working Group. The fourth recommendation was to ensure that committee chairs and vice chairs play an active role in forming their committees’ agendas. The fifth recommendation was that orientation for new Regents should include the connection between the UC strategic plan and the role of the Board.

Regent Cohen requested clarification of a statement in the report with respect to the recommendation to form another working group that would examine the role of the Board and its strategic priorities, namely, that the members of the Working Group felt that as constituted, the Working Group did not have the breadth and diversity of experience to address these questions. Regent Butler responded that, as the deliberations of the Working Group progressed, it became clear to the members that most of them were new Regents, without the requisite experience and longevity for consideration of reasons for past structures and delegations of authority. Regent Butler noted that, besides the five recommendations brought forward, the Working Group had also developed a number of other potential recommendations; these were included in the report.

Regent Cohen thanked the Working Group for developing these recommendations. He asked Committee Chair Pérez what the next steps might be. Committee Chair Pérez responded that he wished to gain a general sense of the Board’s desired direction. He expressed his view that experience or longevity on the Board might not be particularly important in discussions of questions such as the relative merits of sequential versus

concurrent meetings. As a member of the Board, he preferred sequential meetings, which allowed all Regents to participate in every discussion. As the Chair of the Board, trying to ensure that all necessary business is accomplished in two days, he could see the value of concurrent meetings. It would be appropriate for the Regents to have further discussion of this matter. Having read the report, Regents could reflect on the implications of any changes that might be appropriate.

Regent Butler observed that the question of sequential versus concurrent meetings was related to the issue of relationships and trust among the Regents. Concurrent meetings were an efficient use of time, but there was a need for Regents not on a committee to trust that their opinions and concerns would be taken into consideration by that committee.

Regent Cohen stated that he understood the tradeoffs that must be made. The Regents would not be able to find a perfect structure that would suit every meeting and every Regent.

President Drake stated that he looked forward to working with the Regents on these recommendations.

Regent Stegura recalled that the topic of committee structures had been discussed at the Regents' retreat the previous year. This was a work in progress, and she looked forward to seeing how the Regents would address these questions in the future.

Regent Lansing reflected that, as a member of the Board, one was only expected to attend one's own committee meetings, although one could attend any committee meeting. The Regents needed to decide if they wish to explore certain topics in depth, which was facilitated by the concurrent meeting structure, or be generalists, with some knowledge of many topics. This was a personal choice for each Regent. The concurrent meeting structure had been employed at meetings for several years now, with the understanding that the Regents would read all materials and that the committees would explore issues in depth.

Committee Chair Pérez observed that committee chairs had the ability to determine how deeply a committee would explore a certain subject matter area.

Regent Mart thanked Regent Kieffer and Secretary and Chief of Staff Shaw for lending a historical perspective to the discussions. This perspective, and knowledge of different eras of the Board's history, would be important in further consideration of these issues.

Regent-designate Zaragoza encouraged the Regents to allow sufficient time to consider the concerns of disabled students and other student groups who were not often the subject of Regents' discussions, and to watch the video recordings of committee meetings they had not attended. Committee Chair Pérez noted that many Regents did watch these videos and read the meeting minutes to get a full sense of the discussions in which they did not take part.

Regent Butler commented that Regents often receive questions from their constituents across the state about many issues, whether or not they are members of a committee that concerns itself with those issues. The Regents wish to be responsive to these questions in a spirit of goodwill, and it was in this spirit that the Working Group had presented its report and recommendations.

The meeting adjourned at 2:30 p.m.

Attest:

Secretary and Chief of Staff